

## Information on procedure for voting by proxy

### 1. General information

If you are unable to attend the Annual General Meeting personally, you can authorize a proxy to vote on your behalf.

To this end, you can issue a proxy to a person of your choice, a bank or shareholders' association, authorizing that proxy to attend the Annual General Meeting in your place. Another possibility is to authorize the Company's proxies to exercise your vote in accordance with your instructions.

Issue of a proxy is contingent on the formally correct registration for the Annual General Meeting within the set time limits. An admission ticket must be ordered for this purpose as noted below (see "3. How to order an admission ticket?").

Appropriate forms which can be used to grant proxies will be mailed to the shareholders along with the admission ticket; appropriate forms are also available for download from the website <http://www.wilex.de/Investoren/Hauptversammlung.php>. Information on how to issue a proxy are available below (see "4. How to issue a proxy after ordering an admission ticket?").

### 2. Procedure for voting by proxy as published in the notice of the Annual General Meeting in the electronic Federal Gazette

Shareholders may also exercise their right to vote at the Annual General Meeting by appointing a proxy – e.g. a bank or a shareholders' association. Timely registration for the Annual General Meeting and timely submission of evidence of shareholdings in accordance with the provisions as stated in the notice of the Annual General Meeting are required even if a proxy is appointed (see "*Requirements for participating in the Annual General Meeting and exercising the right to vote*" as published in the notice of the Annual General Meeting in the electronic Federal Gazette). If a shareholder appoints more than one person to serve as their proxy, the Company may reject one or more of these appointments.

If neither banks or shareholders' associations nor institutions or persons considered their equals under corporation law are appointed, then appointing a proxy or revoking such appointment and evidencing it to the Company must be made in text form (section 126b of the German Civil Code - BGB).

The provision in article 17 para. 3 alternative 1 of sentence 2 of the Articles of Association – according to which the proxy shall be appointed in writing if neither a bank nor a shareholders' association have been authorised – shall not apply because the text form is considered adequate under section 134 para. 3 sentence 3 of the German Stock Corporation Act, as amended by the German Act Implementing the Shareholder Rights Legislation.

Neither law nor the Company's Articles of Association require the appointment of banks, shareholders' associations or other institutes or persons considered their equals under corporation law to be made in writing. However, the entities or persons to be appointed as proxies in these cases may require a special form of proxy because section 135 para. 1 sentence 2 of the German Stock Corporation Act (in connection with section 135 para. 8 or sections 135 para. 10, 125 para. 5 of the German Stock Corporation Act, if applicable) requires them to record such authorisations in a verifiable way. Hence we request that shareholders coordinate with the entities or persons to be appointed as proxies in regards to the form of the proxy.

The proxy itself may furnish evidence of appointment as such on the day of the Annual General Meeting on site. Evidence of proxy may also be transmitted to the following postal address, fax number or e-mail address (e.g. as scanned document e.g. as a pdf file):

WILEX AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München  
Germany

**or by fax to:** +49 (0)89 889 690 655  
**or by e-mail:** [wilex@better-orange.de](mailto:wilex@better-orange.de)

### 3. How to order an admission ticket?

#### 3.1. Shareholders with a depositary bank in Germany

Order an admission ticket for the Annual General Meeting from your bank in accordance with the conditions governing attendance and the deadline for registration (see notice of the Annual General Meeting in the electronic Federal Gazette). All you have to do in this case is to send the form for ordering admission tickets, which you received from your depositary bank together with the invitation to the Annual General Meeting, back to your depositary bank. The admission ticket will then be sent to you.

#### 3.2. Shareholders with a depositary bank outside Germany

To order an admission ticket, you must have a record of your shareholding issued by your depositary bank with a record date at the beginning of 30 April 2010 (00:00 hrs. Central European Summer Time). This record must be received by the Company no later than at the end of 14 May 2010 (24:00 hrs. Central European Summer Time) at the following address, fax number or e-mail address (e.g. as scanned document e.g. as a pdf file):

WILEX AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München  
Germany

**or by fax to:** +49 (0)89 889 690 633  
**or by e-mail:** [anmeldung@better-orange.de](mailto:anmeldung@better-orange.de)

The admission ticket will then be sent to you once we have received your record of shareholding and the formally correct registration for the Annual General Meeting.

To simplify the registration procedure for you, you can request all the forms needed for ordering an admission ticket directly from us at the above address.

#### **4. How to issue a proxy after ordering an admission ticket?**

##### **4.1. Issue a proxy to a person of your choice**

A form for issuing a proxy to a person of your choice can be found on the back of the admission ticket. The admission ticket with signed proxy will then entitle your proxy to attend the Annual General Meeting. An appropriate form is also available for download from the website <http://www.wilex.de/Investoren/Hauptversammlung.php>.

The issue of proxies to a bank, a shareholders' association or any of the other equivalent institutions or persons is subject to the pertinent provisions under German Stock Corporation Act. However, we would point out that, in such cases, the institutions or persons to be authorized may require a special form for the power of attorney since Sec. 135 German Stock Corporation Act requires them to be able to verifiably establish their authorization. If you would like to authorize a bank, a shareholders' association or any of the other equivalent institutions or persons pursuant to German Stock Corporation Act, please confer with these institutions or persons regarding a possible form for the power of attorney.

##### **4.2. Issue a proxy and voting instructions to the Company's proxies**

As a service for our shareholders, you can authorize the Company's proxies to vote in accordance with your instructions prior to the Annual General Meeting.

Mr. Thomas Wagner and Mr. Marcus Graf, both employees of Better Orange IR & HV AG, Munich, have been designated proxies of WILEX AG. Both are authorized to act alone.

Your proxy obliges these proxies to execute your vote on the individual agenda items exclusively in accordance with your explicit instructions for each of the resolutions proposed by the Company's Management as published in the invitation to the Annual General Meeting. The proxies have no discretionary powers whatsoever when exercising your vote. The Company's designated proxies cannot be instructed to protest, to speak and ask questions, nor to file motions.

To issue a proxy and voting instructions to the Company's proxies, please complete the form "*Issue a proxy and voting instructions to the Company's proxies*" enclosed with the admission ticket and then return the completed form to the following address, fax number or e-mail address (e.g. as scanned document e.g. as a pdf file) as soon that the receipt is granted no later than at **the end of 20 May 2010 (24:00 hrs. Central European Summer Time)**:

WILEX AG  
c/o Better Orange IR & HV AG  
Haidelweg 48  
81241 München  
Germany

**or by fax to:** +49 (0)89 889 690 655  
**or by e-mail:** [wilex@better-orange.de](mailto:wilex@better-orange.de)

An appropriate form is also available for download from the website <http://www.wilex.de/Investoren/Hauptversammlung.php>.

##### **Legal notes concerning the issue of proxy and voting instructions to the Company's proxies**

The Company's proxies are obliged to vote on the agenda items exclusively in accordance with the shareholder's explicit instructions on the individual resolutions proposed by the Company's Management and published in the notice to the Annual General Meeting in the electronic Federal Gazette. The Company's proxies do not have any discretionary powers whatsoever when casting their votes. During the voting procedure, the Company's proxies will, in the following cases, abstain in a subtractive procedure or not participate in the voting in an additive procedure: if voting instructions have not been issued or are unclear, when voting on a counter-motion or motion on published agenda items proposed by shareholders, on motions unknown prior to the Annual General Meeting (e.g. procedural motions), and when voting on a resolution proposed by the Company's Management but diverging from that published in the notice to the Annual General Meeting in the electronic Federal Gazette.

The Company's proxies cannot be instructed to protest, to speak and ask questions, nor to file motions. If the Company's proxies receive several proxies with voting instructions from one individual shareholder and/or through different channels (mail, fax, e-mail), the last valid proxy received will be considered binding with the corresponding voting instructions. The Company's proxies exercise this proxy with disclosure of the name of the principal.

Admission ticket holders are entitled to personally attend the Annual General Meeting on 21 May 2010 even after issuing a proxy to the Company's proxies. However it is mandatory to revoke the former issued proxy to the Company's proxies. Special forms to revoke a former issued proxy to the Company's proxies are available at the registration desks on the site of the Annual General Meeting.

In addition, shareholders and proxies attending the Annual General Meeting will also have the option to appoint the Company's proxies during the Annual General Meeting and have them exercise their voting right as instructed.

**If you have any queries in connection with the issue of a proxy, contact our hotline on telephone No. +49(0)89.889690-620, from Monday to Friday between 9:00 a.m. and 5:00 p.m. (Central European Summer Time).**